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7 *Counsel for the Official Committee of*
Unsecured Creditors of Verity Health System of
8 *California, Inc., et al.*

9 **UNITED STATES BANKRUPTCY COURT**
CENTRAL DISTRICT OF CALIFORNIA – LOS ANGELES DIVISION

10 In re:
11 VERITY HEALTH SYSTEM OF CALIFORNIA,
12 INC., *et al.*,
13 Debtors and Debtors In Possession.

14 Affects:
15
16 All Debtors
17 Verity Health System of California, Inc.
18 Saint Louise Regional Hospital
19 St. Francis Medical Center
20 St. Vincent Medical Center
21 Seton Medical Center
22 O’Connor Hospital Foundation
23 Saint Louise Regional Hospital
24 Foundation
25 St. Francis Medical Center of
Lynwood Foundation
26 St. Vincent Foundation
27 St. Vincent Dialysis Center, Inc.
28 Seton Medical Center Foundation
 Verity Business Services
 Verity Medical Foundation
 Verity Holdings, LLC
 De Paul Ventures, LLC
 De Paul Ventures - San Jose
Dialysis, LLC
Debtors and Debtors In Possession.

Lead Case No. 18-20151-ER
Jointly Administered With:
Case No.: 18-20162-ER
Case No.: 18-20163-ER
Case No.: 18-20164-ER
Case No.: 18-20165-ER
Case No.: 18-20167-ER
Case No.: 18-20168-ER
Case No.: 18-20169-ER
Case No.: 18-20171-ER
Case No.: 18-20172-ER
Case No.: 18-20173-ER
Case No.: 18-20175-ER
Case No.: 18-20176-ER
Case No.: 18-20178-ER
Case No.: 18-20179-ER
Case No.: 18-20180-ER
Case No.: 18-20181-ER

Chapter 11 Cases

Hon. Ernest M. Robles

**APPLICATION OF OFFICIAL
COMMITTEE OF UNSECURED
CREDITORS UNDER 11 U.S.C. § 1103
AND FED. R. BANKR. P. 2014 AND
5002, FOR ORDER AUTHORIZING
RETENTION AND EMPLOYMENT OF
AREN FOX LLP AS SPECIAL
COUNSEL**

[No Hearing Required Unless Requested
Pursuant to Local Bankruptcy Rule 2014-1]



1 The Official Committee of Unsecured Creditors (the “Committee”) of Verity Health System
2 of California, Inc. and each of its affiliated Debtors and Debtors in Possession (collectively, the
3 “Debtors”) in the above-captioned jointly administered chapter 11 cases (the “Cases”), hereby
4 submits this retention application (the “Application”) for the entry of an order, substantially in the
5 form attached hereto as Exhibit A, authorizing the Committee to retain and employ Arent Fox LLP
6 (“Arent Fox”) as special counsel for the Committee for certain health regulatory matters, effective as
7 of January 1, 2019, pursuant to section 1103(a) of title 11 of the United States Code, 11 U.S.C. §§
8 101-1532 (as amended, the “Bankruptcy Code”), Rules 2014 and 5002 of the Federal Rules of
9 Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules
10 for the Central District of California (the “Local Rules”). In support of the Application, the
11 Committee submits the declaration of Robert M. Hirsh, a partner in Arent Fox’s Bankruptcy and
12 Financial Restructuring Group, attached hereto as Exhibit B (the “Hirsh Declaration”) and the
13 declaration of Michael Strollo of the Pension Benefit Guaranty Corporation, a member of the
14 Committee, attached hereto as Exhibit C (the “Strollo Declaration”), each of which is incorporated
15 herein by reference. In further support of the Application, the Committee respectfully represents as
16 follows:

17 **Background**

18 1. On August 31, 2018 (the “Petition Date”), each of the Debtors filed with this
19 Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code. On August 31, 2018,
20 the Court entered an order consolidating these Cases for joint administration.

21 2. The Debtors continue to operate their businesses and manage their properties
22 as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee
23 or examiner has been appointed in these Cases.

24 3. On September 17, 2018, pursuant to section 1102 of the Bankruptcy Code, the
25 Office of the United States Trustee for the Central District of California (the “U.S. Trustee”)
26 appointed the Committee, which consists of the following nine members: (i) Aetna Life Insurance
27 Company; (ii) Allscripts Healthcare, LLC; (iii) California Nurses Association; (iv) Iris Lara;
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1 (v) Medline Industries, Inc.; (vi) Pension Benefit Guaranty Corporation; (vii) SEIU United
2 Healthcare Workers West; (viii) Sodexo Operations, LLC; and (ix) St. Vincent IPA Medical
3 Corporation. On September 14, 2018, the Committee duly selected Milbank, Tweed, Hadley &
4 McCloy LLP as counsel to represent it during the pendency of these Cases.

5 4. On or around January 1, 2019, the Committee duly selected Arent Fox to
6 represent it (and to assist it and the Debtors) in connection with certain healthcare programs run by
7 the State of California (the "Healthcare Programs").

8 5. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(b)
9 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this
10 Court pursuant to 28 U.S.C. §§ 1408 and 1409.

11 **Retention of Arent Fox**

12 **A. Services to Be Provided by Arent Fox**

13 6. The Committee respectfully submits that it will be necessary to employ and
14 retain Arent Fox pursuant to section 1103(a) of the Bankruptcy Code to assist and advise the
15 Committee in connection with the Healthcare Programs to maximize the Debtors' recovery of funds
16 from such programs. This will require participation in in-person and/or telephonic meetings of the
17 Committee and in other communications with the Committee, the Debtors, or other interested
18 parties:

19 7. The Committee believes that Arent Fox possesses extensive knowledge and
20 expertise in the areas of law relevant to certain Healthcare Programs in which the Debtors
21 participate, and that Arent Fox is well qualified to represent and advise the Committee in connection
22 therewith.

23 **B. Disclosure Concerning Conflicts of Interest**

24 8. To the best of the Committee's knowledge, information and belief, based on
25 and except as otherwise set forth in the annexed Hirsh Declaration, a copy of which is attached
26 hereto as Exhibit B, Arent Fox does not have any connection with or represent any other entity
27 having an adverse interest to the Debtors, their creditors or any other party in interest, or their
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1 respective attorneys or accountants. The Hirsh Declaration also sets forth, pursuant to Bankruptcy
2 Rule 2014(a), to the best of Mr. Hirsh’s knowledge, Arent Fox’s connections with the Debtors,
3 known creditors, other known parties in interest, their respective attorneys and accountants, the
4 United States Trustee for Region 16, and any person employed in the Central District of California
5 office of the United States Trustee. To the best of the Committee’s knowledge and subject to the
6 Hirsh Declaration, Arent Fox represents no other entity in connection with these Chapter 11 Cases,
7 is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code, and
8 does not hold or represent any interest adverse to the Committee with respect to the matters upon
9 which it is to be employed.

10 9. The Committee believes that the employment of Arent Fox as special counsel
11 on the terms set forth in this Application is appropriate and in the best interests of the unsecured
12 creditor body that the Committee represents. The Committee has reviewed the Hirsh Declaration,
13 including the description of Arent Fox’s connections with the parties in interest set forth therein, and
14 has no objection to any matter set forth therein. The Committee thus seeks an order approving Arent
15 Fox’s engagement by the Committee on the terms set forth therein and in this Application.

16 10. Because of the legal services that may be necessary in these Cases in
17 connection with certain Healthcare Programs, and the fact that the nature and extent of such services
18 are not known at this time, the Committee believes that the employment of Arent Fox for the
19 Committee’s purposes would be appropriate and in the best interests of the unsecured creditor body
20 that the Committee represents.

21 **C. Effective Date of Retention**

22 11. The Committee requests that Arent Fox’s retention be approved effective
23 January 1, 2019—the date on or around which Arent Fox was selected as Committee counsel and
24 began substantive work on the Committee’s behalf. The Committee believes retention effective as
25 of January 1, 2019 is appropriate in view of the nature of these Cases and the Committee’s
26 immediate and urgent need for expert advice on the Healthcare Programs.

1 **D. Compensation of Arent Fox**

2 12. Arent Fox intends to apply to the Court for payment of compensation and
3 reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code,
4 the Bankruptcy Rules, the “*Guidelines for Reviewing Applications for Compensation and*
5 *Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*
6 *Effective as of November 1, 2013*” (the “Revised UST Guidelines”), Local Bankruptcy Rule 2016-1,
7 and final approval of the Bankruptcy Court, and subject further to the right of the debtor-in-
8 possession to object to any interim or final application for approval of compensation filed by Arent
9 Fox.

10 13. Subject to the Court’s approval, Arent Fox will be compensated for its
11 services to the Committee at its standard hourly rates, which are based on each professionals’ level
12 of experience, plus reimbursement of the actual and necessary expenses that Arent Fox incurs in
13 accordance with the ordinary and customary rates which are in effect on the date the services are
14 rendered. At present, the standard hourly rates charged by Arent Fox range from \$720 to \$1,330 for
15 partners, \$590 to \$1,165.00 for of counsel, \$430 to \$770 for associates and senior attorneys, and
16 \$190 to \$410 for legal assistants. These hourly rates are subject to periodic firm-wide adjustments in
17 the ordinary course of Arent Fox’s business, notice of which adjustments shall be provided to the
18 Debtors and the U.S. Trustee. Arent Fox will maintain detailed, contemporaneous records of time
19 and any necessary costs and expenses incurred in connection with the rendering of the legal services
20 described above, and will be reimbursed for such costs and expenses in conformity with the Revised
21 UST Guidelines and the Local Rules.

22 14. Arent Fox will endeavor to staff as efficiently as possible, only engaging
23 professionals beyond a limited core team of attorneys for specific, discrete issues as warranted and in
24 consultation with the UCC.

25 **Relief Requested**

26 15. By this Application, the Committee respectfully requests entry of the Order
27 authorizing the employment and retention of Arent Fox as attorneys for the Committee, effective as
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1 of January 1, 2019, pursuant to section 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and
2 5002, and Local Rule 2014-1.

3 **Basis for Relief**

4 16. The Committee respectfully requests that the Court authorize retention of
5 Arent Fox as its attorneys pursuant to section 1103(a) of the Bankruptcy Code, which provides that a
6 committee appointed under section 1102 of the Bankruptcy Code:

7 [M]ay select and authorize the employment by such committee of one
8 or more attorneys, accountants, or other agents, to represent or perform
9 services for such committee.

10 11 U.S.C. § 1103(a).

11 17. Bankruptcy Rule 2014(a) requires that an application for retention include:
12 [S]pecific facts showing the necessity for the employment, the name of
13 the [firm] to be employed, the reasons for the selection, the
14 professional services to be rendered, any proposed arrangement for
15 compensation, and, to the best of the applicant's knowledge, all of the
16 [firm's] connections with the debtor, creditors, any other party in
17 interest, their respective attorneys and accountants, the United States
18 trustee, or any person employed in the office of the United States
19 trustee.

20 Fed. R. Bankr. P. 2014(a).

21 18. The Committee submits that for all the reasons stated above and in the Hirsh
22 Declaration, the retention of Arent Fox as counsel to the Committee is warranted. Further, as stated
23 in the Hirsh Declaration, Arent Fox is a "disinterested person" within the meaning of section 101(14)
24 of the Bankruptcy Code and does not hold or represent an interest adverse to the Debtors' estates and
25 has no connection to the Debtors, their creditors or their related parties except as may be disclosed in
26 the Hirsh Declaration. Accordingly, the retention of Arent Fox as counsel to the Committee should
27 be approved.

1 **Notice**

2 19. No trustee or examiner has been sought or appointed in these Cases. Notice
3 of this Application has been given to counsel to the Debtors, the U.S. Trustee and all other parties
4 that have requested receipt of notices in these Cases. In light of the relief requested, the Committee
5 submits that no other or further notice need be provided.

6 **No Prior Request**

7 20. No previous request for the relief sought herein has been made to this or any
8 other court.

9 **Memorandum of Points and Authorities**

10 21. In accordance with Local Rule 9013-1(c)(4), no memorandum of points and
11 authorities will be filed in connection herewith. The Committee respectfully reserves the right to file
12 a brief in reply to any objection to this Application.

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1 WHEREFORE, the Committee respectfully requests that the Court enter an order, in
2 the form attached hereto as Exhibit A, (a) authorizing the Committee to retain Arent Fox effective as
3 of January 1, 2019; and (b) granting such further relief as is just and proper.

4 Dated: Los Angeles, California

5 January 25, 2019

6 MILBANK, TWEED, HADLEY & M^cCLOY LLP.

7 By: Gregory A. Bray

8 By: /s/ Gregory A. Bray
9 GREGORY A. BRAY
10 MARK SHINDERMAN
11 JAMES C. BEHRENS

12 *Counsel for the Official Committee of*
13 *Unsecured Creditors of Verity Health System of*
14 *California, Inc., et al.*

EXHIBIT A

Proposed Order

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7 *Counsel for the Official Committee of
Unsecured Creditors of Verity Health System of
California, Inc., et al.*

8
9 **UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA – LOS ANGELES DIVISION**

10 In re:
11 VERITY HEALTH SYSTEM OF CALIFORNIA,
12 INC., *et al.*,
13 Debtors and Debtors In Possession.

Lead Case No. 18-20151

Chapter 11 Cases

Hon. Ernest M. Robles

**ORDER UNDER 11 U.S.C. § 1103 AND
FED. R. BANKR. P. 2014 AND 5002,
AUTHORIZING RETENTION AND
EMPLOYMENT OF ARENT FOX, AS
SPECIAL COUNSEL TO OFFICIAL
COMMITTEE OF UNSECURED
CREDITORS**

14 Affects:

- 15 All Debtors
16 Verity Health System of California, Inc.
17 Saint Louise Regional Hospital
18 St. Francis Medical Center
19 St. Vincent Medical Center
20 Seton Medical Center
21 O'Connor Hospital Foundation
22 Saint Louise Regional Hospital
Foundation
23 St. Francis Medical Center of
Lynwood Foundation
24 St. Vincent Foundation
25 St. Vincent Dialysis Center, Inc.
26 Seton Medical Center Foundation
27 Verity Business Services
28 Verity Medical Foundation
 Verity Holdings, LLC
 De Paul Ventures, LLC
 De Paul Ventures - San Jose
Dialysis, LLC

[No Hearing Required Unless Requested
Pursuant to Local Bankruptcy Rule 2014-1]

Debtors and Debtors In Possession.

1 Upon the Application, dated January 25, 2019 (the “Application”), the Official
2 Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned chapter 11
3 cases of Verity Health System of California, Inc. and each of its affiliated debtors and debtors in
4 possession (collectively, the “Debtors”), for an order authorizing the Committee to retain and
5 employ Arent Fox LLP (“Arent Fox”) as counsel for the Committee, effective as of January 1, 2019,
6 pursuant to section 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as
7 amended, the “Bankruptcy Code”), Rules 2014 and 5002 of the Federal Rules of Bankruptcy
8 Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules for the Central
9 District of California (the “Local Rules”); and the Court having reviewed the Application and
10 considered the Declaration of Robert M. Hirsh, dated January 16, 2019 (the “Hirsh Declaration”), in
11 connection with the Application; and the Court having jurisdiction to consider the Application and
12 the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Application and
13 the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being
14 proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the
15 Application having been provided, and it appearing that no other or further notice need be provided;
16 and the Court having determined that the legal and factual bases set forth in the Application and the
17 Hirsh Declaration establish just cause for the relief granted herein and that Arent Fox represents no
18 interest adverse to the Debtors’ estates or to any class of creditors or equity security holders in the
19 matters upon which Arent Fox is to be engaged and Arent Fox is disinterested within the meaning of
20 11 U.S.C. § 101(14); and upon all of the proceedings had before the Court, and after due deliberation
21 and sufficient cause appearing therefor, it is hereby

22 **ORDERED, ADJUDGED AND DECREED that:**

- 23 1. The Application is granted, effective as of January 1, 2019.
- 24 2. Arent Fox’s employment is necessary and is in the best interest of the
25 Debtors’ estates, creditors, and other parties in interest, and Arent Fox’s hourly rates for its
26 paralegals and attorneys set forth in the Hirsh Declaration are reasonable.

1 3. Pursuant to section 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014
2 and 5002 and Local Rule 2014-1, the Committee is authorized to employ and retain Arent Fox as
3 special counsel for the Committee, effective as of January 1, 2019, on the terms set forth in the
4 Application and the Hirsh Declaration, as provided herein.

5 4. Arent Fox shall be compensated for fees and reimbursed for reasonable and
6 necessary expenses and shall file interim and final fee applications for allowance of its compensation
7 and expenses pursuant to sections 330 and 331 of the Bankruptcy Code and in accordance with the
8 Bankruptcy Rules, Local Bankruptcy Rule 2016-1, the “*Guidelines for Reviewing Applications for*
9 *Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger*
10 *Chapter 11 Cases Effective as of November 1, 2013*”, and any other order of the Court.

11 5. In connection with any increases in Arent Fox’s rates, as set forth in
12 paragraph 13 of the Application, Arent Fox shall file a supplemental declaration with this Court and
13 provide ten business days’ notice to the United States Trustee and the Debtors prior to filing a fee
14 statement or fee application reflecting an increase in such rates. The supplemental declaration shall
15 set forth the requested rate increases, explain the basis for the requested rate increases in accordance
16 with section 330(a)(3)(F) of the Bankruptcy Code and certify that the Committee has consented to
17 the requested rate increases. The United States Trustee retains all rights to object to any rate
18 increase on all grounds including, but not limited to, the reasonableness standard provided for in
19 section 330 of the Bankruptcy Code, and all rates and rate increases are subject to review by the
20 Court.

21 6. The terms and conditions of this order shall be immediately effective and
22 enforceable upon its entry.

23 7. To the extent the Application is inconsistent with this Order, the terms of this
24 Order shall govern.

25 8. The Court shall retain jurisdiction to hear and determine all matters arising
26 from the implementation of this order.

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Dated: Los Angeles, California

_____, 2019

HONORABLE ERNEST M. ROBLES
UNITED STATES BANKRUPTCY JUDGE

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EXHIBIT B

Hirsh Declaration

ARENT FOX LLP

Robert M. Hirsh
1301 Avenue of the Americas, Floor 42
New York, NY 10019
Tel: (212) 484-3900
Fax: (212) 484-3990
robert.hirsh@arentfox.com
Admitted pro hac vice

*Proposed Special Counsel for the
Official Committee of Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT
FOR THE CENTRAL DISTRICT OF CALIFORNIA**

----- X
In re: : Chapter 11
: :
VERITY HEALTH SYSTEM OF :
CALIFORNIA, INC., *et al.*, : Case No. 18-20151 (ER)
: :
: : Jointly Administered
Debtors and Debtors In Possession . :
----- X

**DECLARATION OF ROBERT M. HIRSH
IN SUPPORT OF APPLICATION FOR AN ORDER AUTHORIZING
EMPLOYMENT AND RETENTION OF ARENT FOX LLP AS SPECIAL
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Robert M. Hirsh, hereby declares under penalty of perjury:

1. I am a partner in the Bankruptcy and Financial Restructuring Group at Arent Fox LLP (“Arent Fox”), a law firm that employs approximately 440 attorneys and maintains an office for the practice of law at 1301 Avenue of the Americas, Floor 42, New York, NY 10019 as well as offices in Washington, DC, Los Angeles, CA, San Francisco, CA, and Boston, MA.

2. Except as otherwise stated, I am fully familiar with the facts hereinafter stated, and am authorized to and hereby make this declaration (the “Declaration”) in support of the application of the Official Committee of Unsecured Creditors (the “Committee”) of Verity Health System of California, Inc., *et al.*, (collectively, the “Debtors”) for an order authorizing the

employment and retention of Arent Fox as Special Counsel to the Committee *nunc pro tunc* to January 7, 2019 and to provide certain disclosures under Sections 504 and 1103(a) of Title 11 of the United States Code §§ 101 *et seq.* (the “Bankruptcy Code”), Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014–1 of the Local Rules of the Bankruptcy Court for the Central District of California (the “Local Rules”).

3. The information contained in this Declaration is of my own personal knowledge, discussions with my partners, associates, and staff at Arent Fox, or is derived from my review of the file in these cases.¹

4. All attorneys who will work on this engagement have read and are fully familiar with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules of this Court, and are sufficiently competent to handle whatever might foreseeably be expected of the Committee’s counsel in this matter.

5. Insofar as I have been able to ascertain, except as described herein, the other partners, counsel, and associates of Arent Fox and I are disinterested parties within the meaning of Section 101(14) of the Bankruptcy Code, and have no interest adverse to the Committee, the Debtors or their estates with respect to matters for which Arent Fox is to be engaged under the Application.² Although Arent Fox from time to time has represented and in the future may represent various entities that are creditors of the Debtors or otherwise had or have an interest in these proceedings in matters that were, except as described below, wholly unrelated to these

¹ Certain of the disclosures set forth herein relate to matters not within my personal knowledge, but rather, within the personal knowledge of other attorneys or staff at Arent Fox, and are based on information provided by them to me.

² Arent Fox appears in many cases involving a substantial number of creditors, parties-in-interest and professionals. Arent Fox is reviewing the parties-in-interest in this proceeding and will make every effort to disclose all connections to these parties as they become known to Arent Fox. Although it is not possible to guarantee that each and every connection is disclosed at this early juncture, Arent Fox will file additional and supplemental disclosure statements in the event Arent Fox becomes aware of any additional connections. In addition, it is possible that some creditors or parties-in-interest herein are creditors, professionals or parties-in-interest with *de minimus* interest in other cases in which Arent Fox plays a role.

proceedings, Arent Fox will not represent any creditors or parties in interest in connection with these Chapter 11 cases other than the Committee and Medline Industries, Inc. (“Medline”) in connection with these proceedings.

Arent Fox’s Conflict Check System

6. In connection with preparing this Declaration, Arent Fox submitted the names of parties-in-interest in this case (the “Parties-in-Interest”) for review in the computerized conflict database system maintained by Arent Fox. The list of the Parties-in-Interest was obtained by Arent Fox from the various papers filed in these cases by the Debtors. Arent Fox maintains and systematically updates its conflict check system in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records. The conflict check system maintained by Arent Fox is designed to include every matter on which the firm is now or has been engaged, the entity for which the firm is now or has been engaged, and in each instance, the identity of related parties and adverse parties and the attorney in the firm that is knowledgeable about the matter. It is the policy of Arent Fox that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the conflict check system the information necessary to check each such matter for conflicts, including the identity of the prospective client, as well as related and adverse parties. Accordingly, the database is regularly updated for every new matter undertaken by Arent Fox.

7. The Parties-in-Interest which Arent Fox submitted to its conflict database include the following categories derived from various pleadings and docket entries:

- (a) Debtors;
- (b) Members of the Official Committee of Unsecured Creditors;
- (c) Other Interested Parties;
- (d) Lenders;
- (e) Ultimate Parent Companies; and

(f) Professionals.

8. A list of the Parties-in-Interest submitted to the conflict check system is attached hereto as Exhibit 1.

Arent Fox's Representation of Medline in These Proceedings

9. Medline is an existing client of Arent Fox. Arent Fox represents Medline in these proceedings. Medline is a creditor of the Debtors as well as a Committee member. Arent Fox received a waiver from Medline to allow Arent Fox to represent the Committee as Special Counsel. The Debtors have agreed to provide a waiver to Arent Fox's representation of the Committee in these proceedings as well.

Arent Fox's Relationship with Parties-In-Interest in Unrelated Matters

10. Arent Fox appears in cases, proceedings, and transactions involving a substantial number of different attorneys, accountants, financial consultants, and investment bankers, some of whom now, or may in the future, represent creditors or Parties-In-Interest in these cases. The Office of United States Trustee appears in each bankruptcy matter that Arent Fox appears. Aside from this, and unless otherwise disclosed herein, there is no known connection with the Office of United States Trustee or any of its attorneys. Also, from time to time, Arent Fox attorneys may appear before the Honorable Ernest M. Robles, but there is no known connection to Judge Robles or his Chambers staff.

11. To the extent that the above-described search indicated that Arent Fox has a relationship with any searched entity, Exhibit 2 contains a list of the Parties-in-Interest or their affiliates that Arent Fox has any connection to, including those it represented, currently represents, or are or were adverse to Arent Fox in matters wholly unrelated to the Debtors and

their estates.³ As disclosed in Exhibit 2, Arent Fox and its partners, counsel, and associates have in the past represented, currently represent, and may in the future represent entities that are creditors of the Debtors, or other parties-in-interest in the Debtors' Chapter 11 cases in matters unrelated to these cases. Arent Fox has not, and will not, represent any creditors of the Debtors or other parties-in-interest in connection with the Debtors or these cases, or have any relationship with any such entity which would be adverse to the Debtors or their estates.

Normal Hourly Rates and Disbursement Policy

12. Arent Fox has not agreed to share (a) any compensation it may receive with another party or person, other than with the partners and associates of Arent Fox, or (b) any compensation another person or party has received or may receive.

13. Subject to this Court's approval in accordance with Section 330(a) of the Bankruptcy Code, Arent Fox will charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates for services of this type and nature and for this type of matter in effect on the date such services are rendered, and for its actual, reasonable, and necessary out-of-pocket disbursements incurred in connection therewith. The following are Arent Fox's current hourly rates for work of this nature:

- (a) Partners: \$720 - \$1,330
- (b) Of Counsel: \$590 - \$1,165
- (c) Associates: \$430 - \$770
- (d) Paraprofessionals: \$190 - \$410

³ The information contained on Exhibit 2 includes Arent Fox's current state of knowledge based on the current information reasonably available regarding relationships with parties in interest. If additional information is obtained or uncovered regarding any potential relationships with parties in interest, then further disclosures will be made to the extent necessary.

14. The rates set forth above are subject to periodic review and adjustment and are set at a level designed to compensate Arent Fox fairly for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. Generally, the rates are subject to an increase at the beginning of each calendar year. It is Arent Fox's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, conference telephone, telecopier and other charges, mail and express and overnight mail charges, special or hand delivery charges, photocopying charges, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. Arent Fox will charge the Debtors' estates for these expenses in a manner and at rates consistent with charges made generally to Arent Fox's other clients. Arent Fox believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients. Arent Fox will seek reimbursement of its expenses as allowed pursuant to the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and Orders of this Court.

15. Arent Fox did not receive a retainer with respect to its proposed representation of the Committee.

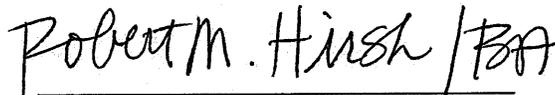
16. Arent Fox will not represent any entity other than the Committee and Medline in these Chapter 11 cases.

Conclusion

17. Based upon the documents and information available and provided to me, and except as otherwise described herein, Arent Fox holds no interest adverse to the Committee, the Debtors, their estates, or their creditors as to the matters in which it is to be employed. I believe that Arent Fox is a “disinterested person” as defined in Section 101(14) of the Bankruptcy Code. I know of no reason why Arent Fox could not have acted and cannot act as attorneys for the Committee. The foregoing constitutes the statement of Arent Fox pursuant to Section 1103 of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Bankruptcy Rule 2014-1.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 16th day of January, 2019, at New York, New York.

Handwritten signature of Robert M. Hirsh in black ink, with a horizontal line underneath the signature.

Robert M. Hirsh

EXHIBIT 1

Debtors

Verity Health System of California Inc.
O'Connor Hospital
O'Connor Hospital Foundation
Saint Louise Regional Hospital
Saint Louise Regional Hospital Foundation
St. Francis Medical Center
St. Francis Medical Center of Lynwood Foundation
St. Vincent Medical Center
St. Vincent Foundation
St. Vincent Dialysis Center Inc
Seton Medical Center
Seton Medical Center Foundation
Verity Business Services
Verity Medical Foundation
DePaul Ventures LLC
DePaul Ventures – San Jose ASC LLC
Verity Holdings LLC
VHoldings Mob LLC

Members of the Official Committee of Unsecured Creditors

Aetna Life Insurance Company
Allscripts Healthcare, LLC
California Nurses Association (CAN)
Iris Lara
Medline Industries, Inc.
Pension Benefit Guaranty Corporation (“PBGC”)
SEIU United Healthcare Workers West
Sodexo Operations, LLC, a Delaware Limited Liability Company Sodexo CTM LLC
St. Vincent IPA Medical Corporation

Other Interested Parties

Berkeley Research Group LLC
FTI Consulting Inc

Lenders

Ally Bank
Ally Financial Inc
UMB Bank NA
MOB Financing LLC
US Bank National Association
MOB Financing II LLC

Ultimate Parent Companies

UMB Financial Corporation
US Bankcorp

Professionals

DENTONS US LLP

Pachulski Stang Ziehl & Jones LLP

Milbank Tweed Hadley & McCloy LLP

EXHIBIT 2¹

<u>Connection Party</u>	<u>Arent Fox Relationship</u>
US Bank NA	Current Client. Arent Fox’s representation of this client accounted for approximately 0.03% and 0.02% of Arent Fox’s total fees in 2017 and 2018, respectively.
UMB Bank NA	Current Client. Arent Fox’s representation of this client accounted for approximately 0.00% and 0.52% of Arent Fox’s total fees in 2017 and 2018, respectively.
Medline Industries, Inc.	Current Client. ² Arent Fox’s representation of this client accounted for approximately 0.08% and 0.04% of Arent Fox’s total fees in 2017 and 2018, respectively.

¹ Party relationships are classified as: (i) Client; (ii) Former Client (no active matters are attributed to the client because all amounts have been billed and the entity or individual is no longer considered a client); (iii) Adverse; (iv) Other Interested Party (a party that is not a Client, a Former Client, Client Friendly or Adverse); (v) Client Friendly (a party who refers a client to Arent Fox; an affiliate of the client; possibly an officer or party who is not adverse to the client; or a party who is generally aligned with the Arent Fox client); (vi) Current Creditor (a party who is involved in another bankruptcy case involving an appearance by Arent Fox); (vii) Consumer Connection (a party with whom Arent Fox attorneys have some *de minimus* or consumer level connection, e.g., phone service, credit card or other personal goods or services); or (viii) Arent Fox Vendor (a party to whom Arent Fox has issued a check, settlement payment, or paid for goods and services in the course of business).

² As disclosed herein, Arent Fox currently represents Medline in these proceedings.

EXHIBIT C

Stollo Declaration

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6
7 *Counsel for the Official Committee of
Unsecured Creditors of Verity Health System of
California, Inc., et al.*

8
9 **UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA – LOS ANGELES DIVISION**

10 In re:
11 VERITY HEALTH SYSTEM OF CALIFORNIA,
12 INC., *et al.*,
13 Debtors and Debtors In Possession.

Lead Case No. 18-20151

Chapter 11 Cases

Hon. Ernest M. Robles

14 Affects:

- 15 All Debtors
16 Verity Health System of California, Inc.
17 Saint Louise Regional Hospital
18 St. Francis Medical Center
19 St. Vincent Medical Center
20 Seton Medical Center
21 O'Connor Hospital Foundation
22 Saint Louise Regional Hospital
23 Foundation
24 St. Francis Medical Center of
Lynwood Foundation
25 St. Vincent Foundation
26 St. Vincent Dialysis Center, Inc.
27 Seton Medical Center Foundation
28 Verity Business Services
 Verity Medical Foundation
 Verity Holdings, LLC
 De Paul Ventures, LLC
 De Paul Ventures - San Jose
Dialysis, LLC

Debtors and Debtors In Possession.

**DECLARATION OF MICHAEL
STROLLO IN SUPPORT OF
APPLICATION OF OFFICIAL
COMMITTEE OF UNSECURED
CREDITORS UNDER 11 U.S.C. § 1103
AND FED. R. BANKR. P. 2014 AND
5002, FOR ORDER AUTHORIZING
RETENTION AND EMPLOYMENT OF
ARENT FOX LLP AS SPECIAL
COUNSEL**

[No Hearing Required Unless Requested
Pursuant to Local Bankruptcy Rule 2014-1]

1 1. I am Michael Strollo, Supervisory Financial Analyst at the Pension Benefit
2 Guaranty Corporation, a member of the Official Committee of Unsecured Creditors (the
3 “Committee”) of Verity Health System of California, Inc. and certain of its affiliates that are Debtors
4 and Debtors in Possession (collectively, the “Debtors”) in these chapter 11 cases (the “Cases”).

5 2. I am authorized to make this Declaration pursuant to section 1103(b) of title
6 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”), and
7 Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), in
8 support of the Application, dated January 25, 2019 (the “Application”),¹ of the Committee, seeking
9 authorization for the employment and retention of Arent Fox LLP (“Arent Fox”) as counsel to the
10 Committee, effective as of January 1, 2019.

11 3. I submit this declaration in support of the Application, pursuant to the
12 *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed*
13 *under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013*
14 (the “Revised UST Guidelines”), which were adopted by the Executive Office for United States
15 Trustees under 28 U.S.C. § 586(a)(3). Except as otherwise noted, all facts in this Declaration are
16 based on my personal knowledge of the matters set forth herein, information gathered from my
17 review of relevant documents and information supplied to me by Arent Fox.

18 4. I am informed by counsel that ¶ D.2. of the Revised UST Guidelines requests
19 that any application for employment of an attorney under 11 U.S.C. §§ 327 or 1103 to be
20 accompanied by a verified statement from the client that addresses the following:

21
22 (i) The identity and position of the person making the verification. The person ordinarily
23 should be the general counsel of the debtor or another officer responsible for
24 supervising outside counsel and monitoring and controlling legal costs.

25 (ii) The steps taken by the client to ensure that the applicant’s billing rates and material
26 terms for the engagement are comparable to the applicant’s billing rates and terms for
27

28 ¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Application.

1 other non-bankruptcy engagements and to the billing rates and terms of other
2 comparably skilled professionals.

3 (iii) The number of firms the client interviewed.
4

5 (iv) If the billing rates are not comparable to the applicant's billing rates for other
6 nonbankruptcy engagements and to the billing rates of other comparably skilled
7 professionals, the circumstances warranting the retention of that firm.

8 (v) The procedures the client has established to supervise the applicant's fees and
9 expenses and to manage costs. If the procedures for the budgeting, review and
10 approval of fees and expenses differ from those the client regularly employs in
11 nonbankruptcy cases to supervise outside counsel, explain how and why. In addition,
12 describe any efforts to negotiate rates, including rates for routine matters, or in the
13 alternative to delegate such matters to less expensive counsel.
14

15 **The Committee's Selection of Counsel**

16 5. After due deliberation, the Committee has found Arent Fox to be uniquely
17 qualified to represent the Committee in connection with certain Healthcare Programs. Arent Fox's
18 health care practice has a long history of representing an array of prominent institutional health care
19 providers, including hospital and integrated health systems, long term care facilities, clinical
20 laboratories, dialysis facilities, ambulatory surgery centers, hospice and homecare agencies. This
21 experience has led to significant expertise with the issues faced by the Debtors in respect of the
22 Healthcare Programs. The Healthcare Programs implicate many millions of dollars of payments to
23 and from the Debtors. Therefore, on the basis of Arent Fox's directly applicable skill set, the
24 Committee has decided to retain Arent Fox.

25 **Rate Structure**

26 6. Arent Fox has informed the Committee that its rates for bankruptcy
27 representations are comparable to the rates Arent Fox charges for bankruptcy and non-bankruptcy
28

1 representations across the country. Further, Arent Fox has informed the Committee that its hourly
2 rates are subject to periodic adjustments (typically in January of each year) to reflect economic and
3 other conditions. Arent Fox has advised me that they will inform the Committee in advance of any
4 such adjustments to their existing rate structure. Further, I have been specifically advised by Arent
5 Fox that, pursuant to ABA Formal Ethics Opinion 11-458, “periodic, incremental increases in a
6 lawyer’s regular hourly billing rates are generally permissible if such practice is communicated
7 clearly to and accepted by the client at the commencement of the client-lawyer relationship and any
8 periodic increases are reasonable under the circumstances.” I have also been specifically advised by
9 Arent Fox that, pursuant to ABA Formal Ethics Opinion 11-458, “the client need not agree to pay
10 the modified fee to have the lawyer continue the representation.” To the extent Arent Fox seeks to
11 make any such adjustment to its rate structure, the Committee expressly reserves the right to reject
12 any such modification to the extent the Committee deems it unreasonable.

13 **Cost Supervision**

14 7. The Committee recognizes that it is their responsibility to closely monitor the
15 billing practices of their counsel to ensure the fees and expenses paid by the estate remain consistent
16 with the Committee’s expectations and the exigencies of these chapter 11 cases. The Committee
17 will review the invoices that Arent Fox regularly submits. In addition, Arent Fox’s fees and
18 expenses will be subject to review, comment and objection (if warranted), and court approval
19 pursuant to any procedures that the Court may implement for the interim allowance and payment of
20 fees and expenses during the course of these Cases. Arent Fox’s fees and expenses will be subject to
21 periodic review during the course of these Cases by the U.S. Trustee and the Debtors, as well as the
22 Committee.

23 8. Nothing contained herein is intended to limit Arent Fox’s ability to request
24 allowance and payment of fees and expenses pursuant to 11 U.S.C. §§ 330 and 331, nor to restrict
25 Arent Fox’s right to defend any objection raised to the allowance or payment of such fees, nor to
26 restrict the Committee’s right to retain conflicts counsel to prosecute any such fee objection to the
27
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1 extent it is not resolved informally by the parties or raised by another party in interest, such as the
2 U.S. Trustee.

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Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on January 25, 2019

By: 
Michael Strollo, on behalf of PENSION BENEFIT
GUARANTY CORPORATION

*Authorized Committee Member and Committee Co-
Chair*

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:

2029 Century Park E, 33rd Floor, Los Angeles, CA 90067.

A true and correct copy of the foregoing document entitled (*specify*): APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS UNDER 11 U.S.C. § 1103 AND FED. R. BANKR. P. 2014 AND 5002, FOR ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF ARENT FOX LLP AS SPECIAL COUNSEL

will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On January 25, 2019, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On January 25, 2019, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on January 25, 2019, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

January 25, 2019 Ricky Windom
Date Printed Name

/s/ Ricky Windom
Signature

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(Via NEF)**

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